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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**SUMMARY OF FOURTH AND FINAL FEE APPLICATION OF TOWERS WATSON
DELAWARE INC. AS HUMAN RESOURCES CONSULTANT FOR THE DEBTORS
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD JUNE 25, 2012 THROUGH APRIL 30, 2013**

This is a(n): monthly interim X final application.

Name of Applicant: Towers Watson Delaware Inc. (“**Applicant**”)

Authorized to Provide Professional Services to: Residential Capital, LLC, *et al.* (collectively, the “**Debtors**”)

Date of Retention: Order entered on July 25, 2012 retaining Applicant *nunc pro tunc* to June 25, 2012

Period for which Final Compensation and Reimbursement is sought:	June 25, 2012 through April 30, 2013 (the “ Application Period ”)
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Amount of Final Compensation Sought as Actual, Reasonable and Necessary:	\$175,665.92 ¹
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Amount of Final Expense Reimbursement	\$9,550.01
Sought as Actual, Reasonable and Necessary:	

¹ Reflects a reduction in fees in the amount of \$4,964 in settlement of the Omnibus Objection of the United States Trustee Regarding Fee Applications for Second Interim Compensation and Reimbursement of Expenses filed March 25, 2013.

Summary of Monthly Applications for Application Period:

Date Filed	Compensation Period	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid
8/28/12	6/25/12 – 7/31/12	\$19,535.99	\$0	\$19,535.99	\$0
10/5/12	7/31/12 – 8/31/12	\$14,820.04	\$0	\$14,820.04	\$0
11/13/12	8/30/12 – 9/30/12	\$101,083.97	\$7,158.48	\$77,256.38	\$7,158.48
12/4/12	10/1/12 – 10/31/12	\$37,882.82	\$2,391.53	\$29,069.04	\$2,391.53
4/4/2013	1/1/13 – 1/31/13	\$7,308.10	N/A	\$6,577.29	N/A

Summary of Monthly Applications for Application Period:

Date Filed	Compensation Period	Approval Date	Total Fees Requested/ Approved	Total Expenses Requested/ Approved	Amounts Paid/ Holdback Due
10/18/2012	6/25/2012-8/31/2012	12/28/2012	\$34,355.03/ \$34,355.03	\$0	\$34,355.03/ \$0
3/12/2013	8/30/2012-12/31/2012 ²	4/29/2013	\$138,966.79/ \$134,002.79 ³	\$9,550.01/ \$9,550.01	\$143,552.80/ \$0
8/1/2013	1/1/2013-4/30/2013	9/25/2013	\$7,308.10/ \$7,308.10	\$0	\$6,577.29/ \$730.81

² A portion of work performed on August 30, 2012 was charged on the September Fee Statement instead of the August fee statement. The fees reflected in this application do not overlap with the fees approved on Towers Watson's First Interim Fee Application.

³ Reflects a reduction in fees in the amount of \$4,964 in settlement of the Omnibus Objection of the United States Trustee Regarding Fee Applications for Second Interim Compensation and Reimbursement of Expenses filed March 25, 2013.

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*Human Resources Consultant to the Debtors and
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**FOURTH AND FINAL FEE APPLICATION OF TOWERS WATSON DELAWARE INC.
AS HUMAN RESOURCES CONSULTANT FOR THE DEBTORS FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD JUNE 25, 2012 THROUGH APRIL 30, 2013**

For its fourth and final fee application for final allowance and approval of compensation and reimbursement of expenses incurred (the “**Fourth and Final Application**”) for the period June 25, 2012 through April 30, 2013 (the “**Application Period**”), Towers Watson Delaware Inc. (“**Applicant**”), Human Resources Consultant to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully represents as follows:

JURISDICTION, VENUE AND STATUTORY PREDICATES

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue

of this proceeding and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 330, 331, and 1103 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”). This Application has been prepared in accordance with General Order M-447, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, entered January 29, 2013 (the “**Local Guidelines**”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* effective January 30, 1996 (the “**UST Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”). Pursuant to the Local Guidelines, a certification regarding compliance with the Local Guidelines is attached hereto as Exhibit A.

BACKGROUND

A. The Chapter 11 Cases

3. On May 14, 2012 (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee has been appointed in these Chapter 11 cases.

4. On May 16, 2012, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed a nine member official committee of unsecured creditors (the “**Creditors’ Committee**”).

5. On June 20, 2012, the Court directed that an examiner be appointed, and on July 3, 2012, the Court approved Arthur J. Gonzalez as the examiner [Docket Nos. 454, 674].

B. Applicant's Retention and Interim Compensation

6. On July 25, 2012, the Court entered the *Order Authorizing Employment And Retention of Towers Watson Delaware Inc. as Human Resources Consultant to the Debtors Nunc Pro Tunc to June 25, 2012* [Docket No. 901], approving Applicant's retention.

7. On July 17, 2012, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "**Interim Compensation Order**") [Docket No. 797]. Pursuant to the terms of the Interim Compensation Order, Applicant, among others, is authorized to file and submit monthly fee applications to the Debtors and their counsel, counsel for the Creditors' Committee, counsel for Ally Financial Inc., counsel for Barclays Bank PLC, and the United States Trustee (collectively, the "**Notice Parties**").

8. On October 18, 2012, Applicant filed its *First Interim Application of Towers Watson Delaware Inc. as Human Resources Consultant for the Debtors for Compensation and Reimbursement of Expenses Incurred for the Period June 25, 2012 Through August 31, 2012* (the "**First Interim Application**"). In the First Interim Application, Applicant sought (i) an interim allowance of compensation for professional services rendered to the Debtors during the period from June 25, 2012 through August 31, 2012 (the "**First Interim Fee Period**") in the amount of \$34,355.03.

9. On December 28, 2012, the Court entered the Order Granting Applications for Allowance of Interim Compensation and Reimbursement of Expenses, which granted Applicant's request for interim approval of fees in the amount of \$34,355.03.

10. On March 14, 2013, Applicant filed its Summary and Second Interim Application of Towers Watson Delaware Inc. as Human Resources Consultant for the Debtors for Compensation and Reimbursement of Expenses Incurred for the Period August 30, 2012 Through December 31, 2012 (the “**Second Interim Application**”). In the Second Interim Application, Applicant sought (i) an interim allowance of compensation for professional services rendered to the Debtors during the period from August 30, 2012 through December 31, 2012 (the “**Second Interim Fee Period**”) in the amount of \$138,966.79 and (ii) reimbursement of actual and necessary expenses incurred during the Second Interim Fee Period in the amount of \$9,550.01

11. Applicant agreed to a reduction of \$4,964 in fees in settlement of the *Omnibus Objection of the United States Trustee Regarding Fee Applications for Second Interim Compensation and Reimbursement of Expenses* filed March 25, 2013.

12. On April 29, 2013, the Court entered the Order Granting Applications for Allowance of Interim Compensation and Reimbursement of Expenses, which granted Applicant’s request for interim approval of fees in the amount of \$134,002.79.

13. On August 1, 2013, Applicant filed its *Summary of Third Interim Application of Towers Watson Delaware Inc. as Human Resource Consultant for the Debtors for Compensation and Reimbursement of Expenses Incurred for the Period January 1, 2013 Through April 30, 2013* (the “**Third Interim Application**”). In the Third Interim Application, Applicant sought (i) an interim allowance of compensation for professional services rendered to the Debtors during the period from January 1, 2013 through April 30, 2013 (the “**Third Interim Fee Period**”) in the amount of \$7,308.10.

14. On September 25, 2013, the Court entered the Order Granting Applications for Allowance of Interim Compensation and Reimbursement of Expenses, which granted Applicant's request for interim approval of fees in the amount of \$7,308.10.

**FEES AND EXPENSES INCURRED DURING THE PERIOD
JUNE 25, 2012 THROUGH APRIL 30, 2013**

15. By this Application, Applicant seeks (i) the final allowance of compensation for professional services rendered to the Debtors during the Final Application Period extending from June 25, 2012 through April 30, 2013, in the amount of \$175,665.92 and (ii) final approval of reimbursement of actual and necessary expenses incurred by Applicant during the Final Application Period in the amount of \$9,550.01. During the Final Application Period, Applicant's professionals expended a total of 325.1 hours for which compensation is requested. The average hourly rate for all services during the Final Application Period was \$533.97.

16. Applicant has received interim payments of \$184,491.12 to date, as allowed and approved by the Court on an interim basis or paid pursuant to the Interim Compensation Order. Applicant is owed \$730.81 in fees subject to final allowance and approval of the Court.

17. During the Final Application Period, other than pursuant to the Interim Compensation Order, Applicant has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered in this Fourth and Final Application. No agreement or understanding exists between Applicant and any other person for the sharing of compensation to be received for services rendered in, or in connection with, these cases.

18. Attached as Exhibit B is a summary schedule of hours charged and fees incurred by category of services for each quarterly application period during the Final Application Period.

Attached as Exhibit C is a summary schedule of hours charged and fees incurred by professional for each quarterly application period during the Final Application Period. Attached as Exhibit D is a summary schedule of actual and necessary expenses incurred for each quarterly application period during the Final Application Period.

19. The interim fee applications filed by Applicant in this matter include detailed descriptions of the services performed and are incorporated herein by reference.

20. Applicant performed the professional services described herein at the request and direction of the Debtors and closely coordinated such services with the Debtors.

21. All professional services and expenses for which an allowance is requested were performed or incurred by Applicant for and on behalf of the Debtors and not on behalf of any other entity or party-in-interest.

22. Towers Watson has made every effort to keep the time expended to the lowest amount practicable and to have the work performed by the least expensive professional capable of performing the tasks.

23. The fees and expenses sought by Applicant are billed in accordance with practices customarily employed by Applicant and generally accepted by Applicant's clients.

CONCLUSION

24. Applicant believes that the services rendered during the Application Period on behalf of the Debtors were reasonable and necessary within the meaning of Bankruptcy Code section 330.

25. Applicant therefore requests an order (i) approving final compensation in the amount of \$175,665.92⁴ and final reimbursement of expenses in the amount of \$9550.01 (ii) directing payment of all compensation held back in connection with the Interim Fee Applications, and (iii) granting such other and further relief as may be just and proper.⁵

Dated: February 27, 2014



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*Human Resources Consultant for Residential Capital,
LLC, et al.*

⁴ Reflects a reduction in fees in the amount of \$4,964 in settlement of the Omnibus Objection of the United States Trustee Regarding Fee Applications for Second Interim Compensation and Reimbursement of Expenses filed March 25, 2013.

⁵ The rates charged for such expenses are (i) equivalent to what Applicant normally bills to its non-bankruptcy clients and (ii) calculated to compensate Applicant for only the actual costs of the expenses.

EXHIBIT A

*Human Resources Consultant to the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF THIRD
INTERIM APPLICATION OF TOWERS WATSON DELAWARE INC. AS HUMAN
RESOURCES CONSULTANT FOR THE DEBTORS FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD JUNE 25, 2012 THROUGH APRIL 30, 2013**

I, Michael Agrusa, hereby certify that:

1. I am a Senior Consultant with the applicant firm, Towers Watson Delaware Inc. (the “**Firm**”), which serves as Human Resources Consultant to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”).

2. This certification is made in respect of the Firm’s compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, Administrative Order M-447, adopted by the Court on January 29, 2013 (the “**Local Guidelines**”), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, adopted on January 30, 1996 (the “**UST Guidelines**”) and the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 172], and collectively with the Local Guidelines and UST

Guidelines, the “**Guidelines**”), in connection with the Firm’s application, dated February 27, 2014 (the “**Application**”), for final allowance of compensation and reimbursement of expenses for the period commencing June 25, 2012 through and including April 30, 2013, in accordance with the Guidelines.

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines, except as specifically noted in the certification and described in the fee application;
- (c) except to the extent that fees or disbursements are prohibited by the Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm’s clients; and
- (d) in providing the reimbursable services reflected in the Application, the Firm did not make a profit on those services, whether performed by the Firm in-house or through a third party.

4. All airfare for which reimbursement is being sought is for a coach class fare.

5. In respect of Section A.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that the Firm has complied with the provisions requiring it to provide the United States Trustee for the Southern District of New York and the Debtors and their attorneys with a statement of the Firm’s fees and expenses accrued during the previous month.

6. In respect of Section A.3 of the Local Guidelines, I certify that each of the Debtors, their attorneys, and the United States Trustee for the Southern District of New York is being provided with a copy of the Application.

Dated: February 27, 2014



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*Human Resources Consultant for Residential Capital,
LLC, et al.*

EXHIBIT B

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY
BY TOWERS WATSON DELAWARE INC. ON BEHALF OF THE DEBTORS FOR
THE PERIOD JUNE 25, 2012 THROUGH APRIL 30, 2013**

Task Code/Matter Description	Total Billed Hours	Total Compensation
Health and Group Benefits	141.8	\$74,448.47
Rewards Talent & Communication	19.5	\$13,161.00
Data Surveys & Technology	56.8	\$32,797.64
Contract Administration	44.2	\$28,671.72
Retirement	35.8	\$18,646.89
TOTAL	298.1	\$167,725.72

EXHIBIT C

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROFESSIONAL BY
TOWERS WATSON DELAWARE INC. ON BEHALF OF THE DEBTORS FOR THE
PERIOD JUNE 25, 2012 THROUGH APRIL 30, 2013**

Name of Professional Individual	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Senior Consultants				
Jan Vermeulen	Health and Group Benefits	\$577.80	54.6	\$31,547.88
		\$593.85	3	\$1,781.55
Nicole Melton	Rewards, Talent & Communication	\$684.80	19	\$13,011.20
Michelle Acciavatti	Contract Administration	\$674.10	55.9	\$37,682.19
Teresa Schepp	Retirement	\$524.30	30.8	\$16,148.44
		\$567.10	3.5	\$1,984.85
Rick Adams	Health and Group Benefits	\$732.95	20.2	\$14,805.59
Brian Morris	Health and Group Benefits	\$684.80	2.7	\$1,848.96
Mary A St Cyr	HR Service Delivery	\$631.30	4	\$2,525.20
Michael Agrusa	Contract Administration	\$561.75	10	\$5,617.50
Consultants				
Ann Byman	Health and Group Benefits	\$342.40	7.7	\$2,636.48
David Zinn	HR Service Delivery	\$652.70	35.2	\$22,975.04
Karla Ward	HR Service Delivery	\$454.75	22.5	\$10,231.88
Katrin Kinder	Data Surveys & Technology	\$454.75	21.6	\$9,822.60
Senior Analysts				
Adam Dee	Health and Group Benefits	\$428.00	38.1	\$16,306.80
Analysts				
Lisa Trzop	Retirement	\$342.40	1.5	\$513.60
Paul Abdelnour	Health and Group Benefits	\$353.10	0.5	\$176.55
		\$406.60	3.25	\$1,321.45
Administrators				
Bethany McCune	Rewards, Talent & Communication	\$299.60	0.5	\$149.80
Marlene Patricia Van	HR Service Delivery	\$294.25	0.5	\$147.13

EXHIBIT D

**SUMMARY OF EXPENSES INCURRED BY TOWERS WATSON
ON BEHALF OF THE DEBTORS FOR THE PERIOD
JUNE 25, 2012 THROUGH APRIL 30, 2013**

Expense Category	Amount
Airfare	8513.37
Ground	518.43
Lodging	305.75
Meals	6.54
Other	205.92
Total	\$9,550.01